

**Idaho State Board of Education**  
**GOVERNING POLICIES AND PROCEDURES**  
**SECTION: BYLAWS**

Revised October 2004

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**BYLAWS**

**A. Membership**

The membership of the State Board of Education and Board of Regents of the University of Idaho is determined in accordance with the Constitution of the State of Idaho and by legislative enactment.

**B. Office of the State Board of Education**

The Board maintains an Office of the State Board for the purpose of carrying out the administrative, financial, and coordinating functions required for the effective operation of the institutions and agencies under the governance of the Board. The staff of the Office of the State Board is under the direction of an executive director responsible directly to the Board.

**C. Powers and Duties**

The State Board of Education and Board of Regents of the University of Idaho has all the powers and duties specified in the Constitution of the State of Idaho and the Idaho Code.

**D. Meetings**

1. The Board holds at least four (4) regular meetings annually. A quorum of the Board consists of a simple majority of the total membership of the Board. If there is a vacancy on the Board, a quorum will consist of a simple majority of the currently filled positions. A quorum of the Board must be present for the Board to conduct any business.
2. The Board will maintain a 12-month running meeting schedule. To accomplish this, the Board will, at each of its regularly scheduled meetings, update its 12-month running schedule of Board meetings, provided, however, that the Board by majority vote, or the Board president after consultation with Board members, may reschedule or cancel any meeting.
3. The Board may hold special meetings by vote of a majority of the Board taken during any regular meeting or by call of the Board president.
4. All meetings of the Board are held at such place or places as may be determined by the Board.
5. All meetings of the Board are conducted and notice thereof provided in accordance with the Idaho "Open Meeting Law." An executive session (a closed meeting) of the Board may be held upon a two-thirds vote of a quorum of the Board for the purpose of considering (a) appointment of an employee or agent, (b) employee evaluation or termination or hearing of complaints and disciplinary action, (c) labor negotiations or acquisition of private real property, (d) records that are exempt from public inspection, (e) preliminary negotiations on matters of trade or commerce, or (f) matters of pending or probable litigation as advised by its legal representatives.

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**E. Rules of Order**

1. Meetings of the Board are conducted in accordance with controlling statutes and applicable bylaws, regulations, procedures, or policies. In the absence of such statutes, bylaws, regulations, procedures, or policies, meetings are conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised* except that a Board action that conflicts with a previous action takes precedence.
2. With the exception of usual, short, parliamentary motions, all motions, resolutions, or other propositions requiring Board action will, whenever practicable, be reduced to writing before submission to a vote.
3. A record vote of the Board is taken in rotational order on all propositions involving any matters of bonded indebtedness; convening an executive session of the Board; or on any other action at the request of any Board member or upon the advice of legal counsel.

**F. Officers and Representatives**

1. The officers of the Board include:
  - a. A president, a vice president, and a secretary, who are members of the Board.
  - b. An executive secretary, who is the state superintendent of public instruction.
2. The president, vice president, and secretary are elected at the organizational meeting for one (1) year terms and hold office until their successors are elected. Vacancies in these offices are filled by election for the remainder of the unexpired term.
3. Board representatives to serve on other boards, commissions, committees, and similar bodies are appointed by the Board president.
4. The executive director is appointed by and serves at the pleasure of the Board unless the contract of employment specifies otherwise. The executive director serves as the chief executive officer of the Office of the State Board of Education.

**G. Duties of Board Officers**

1. Board President

The Board president:

- a. Presides at all Board meetings, with full power to discuss and vote on all matters before the Board.
- b. Submits such information and recommendations considered proper concerning the business and interests of the Board.
- c. Signs, in accordance with applicable statutes and Board action, all contracts, minutes, agreements, and other documents approved by the Board, except in those instances wherein the Board, by its procedures, has authorized the Board president to designate or has otherwise designated persons to sign in the name of or on behalf of the Board.
- d. Gives prior approval for any official out-of-state travel of seven (7) days or more by

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Board members, agency and institution heads, and the executive director.

- e. Subject to action of the Board, gives notice and establishes the dates and locations of all regular Board meetings.
- f. Calls special Board meetings at any time and place designated in such call in accordance with the Open Meeting Law.
- g. Establishes screening and selection committees for all appointments of agency and institutional heads.
- h. Appoints Board members to all standing and interim committees of the Board.
- i. Establishes the Board agenda in consultation with the executive director.
- j. Serves as chief spokesperson for the Board and, with the executive director, carries out its policies between meetings.

**2. Vice President**

The vice president:

- a. Presides at meetings in the event of absence of the Board president.
- b. Performs the Board president's duties in the event of the Board president's inability to do so.
- c. Becomes the acting Board president in the event of the resignation or permanent inability of the Board president until such time as a new president is elected.

**3. Secretary**

The secretary:

- a. Presides at meetings in the event of absence of the Board president and vice president.
- b. Signs, in accordance with applicable statutes and Board action, all minutes, contracts, agreements, and other documents approved by the Board except in those instances wherein the Board, by its procedures, has authorized or has otherwise designated persons to sign in the name of or on behalf of the Board secretary.

**4. Executive Secretary**

The state superintendent of public instruction, when acting as the executive secretary, is responsible for:

- a. Carrying out policies, procedures, and duties prescribed by the Constitution of the State of Idaho and the *Idaho Code* or established by the Board for all elementary and secondary school matters.
- b. Presenting to the Board recommendations concerning elementary and secondary school matters and the matters of the State Department of Education.

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**5. Executive Director**

The executive director serves as the chief executive officer of the Board, as chief administrative officer of the statutory Office of the State Board of Education, and as chief executive officer of such federal or state programs as are directly vested in the State Board of Education. The position description for the executive director, as approved by the Board, defines the scope of duties for which the executive director is responsible and is accountable to the Board.

**H. Committees of the Board**

The Board may organize itself into standing and other committees as necessary. Committee members are appointed by the Board president after informal consultation with other Board members. Any such standing or other committee may make recommendations to the Board, but may not take any action, except when authority to act has been delegated by the Board. The Board president may serve as an ex-officio member of any standing or other committee. The procedural guidelines for Board committees appear in the Board Governing Policies and Procedures.

For purposes of the bylaws, the University of Idaho, Boise State University, Idaho State University, Lewis-Clark State College, Eastern Idaho Technical College, the College of Southern Idaho and North Idaho College are included in references to the “institutions;” and Idaho Educational Public Broadcasting System, the Division of Vocational Rehabilitation, the Division of Professional-Technical Education, the State Department of Education, the State Historical Society, and the State Library are included in references to the “agencies.” The School for the Deaf and the Blind is referred to as “school.”\* An institution, agency or school may, at its option and with concurrence of the Board president, comment on any committee report or recommendation.

**1. Planning, Policy and Governmental Affairs Committee**

**a. Purpose**

The Planning, Policy and Governmental Affairs Committee is a standing advisory committee of the Board. It is responsible for developing and presenting recommendations to the Board on matters of policy, planning, and governmental affairs. The committee, in conjunction with the chief executive officers and chief administrators of the Board governed agencies, institutions and school, will develop and recommend to the Board future planning initiatives and goals. This committee shall also advise the Board on collaborative and cooperative measures for all education entities and branches of state government necessary to provide for the general supervision, governance and control of the state educational institutions, agencies and public schools, with the goal of producing a seamless educational system.

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\* Definition provided for purposes of the Bylaws only. Recognizing the Board governance relationship varies with each of these entities, the intent in including representatives of each of the agencies and institutions as much as possible in the committee structure is to ensure proper and adequate representation, but is not intended to obligate or interfere with any other local boards or governing entities.

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b. Composition

The Planning, Policy and Governmental Affairs Committee is composed of two (2) or more members of the Board, appointed by the president of the Board, who designates one (1) to serve as chairperson of the committee. In addition, it includes as ex-officio, nonvoting members the chief executives of the institutions; the chief deputy superintendent of public instruction; the chief executive officers or chief administrators of the other agencies and the school; and the Board's executive director. The chairperson presents all committee recommendations to the Board.

c. Responsibilities and Procedures

The Planning, Policy and Governmental Affairs Committee is responsible for making recommendations to the Board in the following general areas:

- (1) long range planning and coordination;
- (2) initial discussions and direction on strategic policy initiatives and goals;
- (3) legislative proposals and administrative rules for Board agencies and institutions;
- (4) coordination and communication with the Governor, the Legislature, and all other governmental entities with regard to items of legislation, Board policy and planning initiatives;
- (5) review and revision of Board policies, administrative rules and education-related statutes for consistency and compatibility with the Board's strategic direction;
- (6) reports and recommendations from the Presidents' Council and the Agency Heads' Council;
- (7) other matters as assigned by the Board.

At the direction of the Board President, any matter before the Board may be removed to the Planning, Policy and Governmental Affairs Committee for initial action or consideration.

The Planning, Policy and Governmental Affairs Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's executive director, under the direction of the chairperson, prepares the agenda for and schedules each meeting of the Planning, Policy and Governmental Affairs Committee and maintains a written record of the committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

2. Instruction, Research and Student Affairs Committee

a. Purpose

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The Instruction, Research and Student Affairs Committee is a standing advisory committee of the Board. It is responsible for developing and presenting recommendations to the Board on matters of policy and procedure concerning instruction, research and student affairs.

**b. Composition**

The Instruction, Research and Student Affairs Committee is composed of two (2) or more members of the Board, appointed by the president of the Board, who designates one (1) to serve as chairperson of the committee. In addition, it includes as ex-officio, nonvoting members the chief academic officers of the institutions; a representative of the Division of Professional-Technical Education; a representative of the state department of education; a postsecondary faculty representative; a postsecondary chief student affairs officer representative; a postsecondary student body officer representative; a representative of the Targeted Educational Groups Advisory Council; and the Board's chief technology officer and chief academic officer. The chairperson presents all committee recommendations to the Board.

**c. Responsibilities and Procedures**

The Instruction, Research and Student Affairs Committee is responsible for making recommendations to the Board in the following general areas:

- (1) agency and institutional instruction, research and student affairs agenda items;
- (2) instruction, academic or professional-technical program approval;
- (3) instruction, academic or professional-technical program review, consolidation, modification, and discontinuance, and course offerings;
- (4) outreach, technology and distant learning impacting programs and their delivery;
- (5) long-range instruction, academic and professional-technical planning;
- (6) registration of out-of-state institutions offering programs or courses in Idaho;
- (7) continuing education, professional development, workforce training, programs for at-risk populations, career guidance;
- (8) student organizations' activities and issues; and
- (9) other matters as assigned by the Board.

The Instruction, Research and Student Affairs Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's chief academic officer, in conjunction with other Board governed agencies and under the direction of the

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chairperson, prepares the agenda for and schedules each meeting of the Instruction, Research and Student Affairs Committee and maintains a written record of the committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

**3. Business Affairs and Human Resources Committee**

**a. Purpose**

The Business Affairs and Human Resources Committee is a standing advisory committee of the Board. It is responsible for developing and presenting recommendations to the Board on matters of policy and procedures concerning business affairs and human resources affairs.

**b. Composition**

The Business Affairs and Human Resources Committee is composed of two (2) or more members of the Board appointed by the president of the Board, who designates one (1) to serve as chairperson of the committee. In addition, it includes as ex-officio, nonvoting members the chief financial officers of the institutions; the chief financial officers of the agencies and the school; and the Board's chief financial officer. The chairperson presents all committee recommendations to the Board.

**c. Responsibilities and Procedures**

The Business Affairs and Human Resources Committee is responsible for making recommendations to the Board in the following general areas:

- (1) Selection of the external auditor and review of the fiscal and internal operations and performance of the agencies and institutions;
- (2) Agency and institutional financial agenda items;
- (3) Coordination and development of guidelines and information for agency and institutional budget requests and operating budgets;
- (4) Long-range fiscal planning;
- (5) Fiscal analysis of the following
  - (a) New and expanded financial programs;
  - (b) Establishment, discontinuance or change in designation of administrative units;
  - (c) Consolidation, relocation, or discontinuance of programs;
  - (d) New facilities and any major modifications to facilities which would result in changes in programs or program capacity; and
- (6) other matters as assigned by the Board.

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The Business Affairs and Human Resources Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's chief fiscal officer, under the direction of the chairperson, prepares the agenda for and schedules each meeting of the committee and maintains a written record of the committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

**4. Audit Committee**

**a. Purpose**

The Audit Committee (hereinafter referred to as the Committee) is appointed by the Board in fulfilling its fiscal oversight responsibilities. The Committee provides oversight to the organizations under its governance (defined in Idaho State Board of Education, Policies and Procedures, Section I. A.1.) for: financial statement integrity, financial practices, internal control systems, financial management, and standards of conduct.

**b. Composition**

The Committee members shall be appointed by the Board and shall consist of six or more members. Three members of the Committee shall be current Board members and three members shall be independent non-Board members who are permanent residents of the state of Idaho. Each Committee member who is a Board member shall be independent, free from any relationship that would interfere with the exercise of her or his independent judgment. The chief financial officers of the institutions and Board office shall serve as ex-officio members of the Committee.

All members shall have an understanding of the Committee and financial affairs and the ability to exercise independent judgment, and at least one member of the Committee shall have current accounting or related financial management expertise in the following areas:

- 1) an understanding of generally accepted accounting principles, experience in preparing, auditing, analyzing, or evaluating complex financial statements, and;
- 2) the ability to assess the general application of such principles in the accounting for estimates, accruals, and reserves, and;
- 3) experience in preparing or auditing financial statements and;
- 4) an understanding of internal controls.



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Appointments shall be for a three-year term. Terms will be staggered such that two members exit and two new members are added each year. The Committee chair shall be appointed by the Board President.

**c. Responsibilities and Procedures**

It is not the Committee's duty to plan or conduct audits or to determine that the institution's financial statements are complete, accurate and in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the financial statements and for the appropriateness of the accounting principles and reporting policies used. The following shall be the principle duties and responsibilities of the Committee:

- 1) Approve the appointment, establish the compensation, and evaluate and oversee the work of the independent auditors. The Committee must approve any services prior to being provided by the independent auditor. The independent auditing firm shall report directly to the Committee and the auditor's "engagement letter" shall be addressed to the Committee and the President of each institution. The Committee shall have the authority to engage the Board's legal counsel and other consultants necessary to carry out its duties.
- 2) Discuss with the independent auditors the audit scope, focusing on areas of concern or interest;
- 3) Review the financial statements, adequacy of internal controls and findings with the independent auditor. The independent auditor's "management letter" shall include management responses and be addressed to the Audit Committee and President of the institution.
- 4) Present the financial statements to the Board and provide detail and summary reports as appropriate.
- 5) Oversee standards of conduct (ethical behavior) and conflict of interest policies of the Board and the institutions under its governance including establishment of confidential complaint mechanisms.
- 6) Monitor the integrity of each organization's financial accounting process and systems of internal controls regarding finance, accounting and stewardship of assets;
- 7) Monitor the independence and performance of each organization's independent auditors and internal auditing departments;
- 8) Provide general guidance for developing risk assessment models for all institutions.

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- 9) Provide an avenue of communication among the independent auditors, management, the internal audit staff and the Board.
- 10) Maintain audit review responsibilities of institutional affiliates to include but not limited to foundations and booster organizations.
- 11) As a matter of independence, the Committee will not approve policy.

The Committee will meet as needed. The Committee may establish necessary procedures to carry out its responsibilities. Such procedures must be consistent with the Board's Governing Policies and Procedures. The Board's chief fiscal officer, under the direction of the chair, prepares the agenda for and schedules each meeting of the Committee and maintains a written record of the Committee's activities and recommendations. A copy of the written record is included in the official minutes of the State Board of Education and Board of Regents of the University of Idaho.

5. Targeted Educational Groups Advisory Council

a. Purpose

The purpose of the Targeted Educational Groups Advisory Council (TEGAC) is to provide an advisory and reporting function to the Board regarding the needs and viewpoints of the represented populations with regard to all Board operations. It is intended this Council will provide a mechanism for feedback and ensure the responsiveness of the educational system to the needs and viewpoints of the groups represented. The Targeted Educational Groups Advisory Council shall report to the Board through its representative on the Instruction, Research and Student Affairs Committee.

b. Composition

The Targeted Educational Groups Advisory Council is comprised of one (1) or more member(s) of the Board, appointed by the president of the Board, who designates one (1) to serve as chair of the committee. Representatives from the institutions, agencies, school, and other groups with targeted educational needs, including but not limited to the Five Tribes in Idaho, the Hispanic Education Task Force, and the education system for the Department of Correction and the Department of Juvenile Justice, may be members of the Advisory Council. In addition, it includes as ex-officio, nonvoting members, designated Board staff. The TEGAC member assigned as the representative to the Instruction, Research and Student Affairs Committee will work with the Council chairperson to present Council recommendations to the Instruction, Research and Student Affairs Committee.

c. Responsibilities and Procedures

The Targeted Educational Groups Advisory Council is responsible for advising the Board in the following general areas:

- (1) initiatives and improvements to the educational system for the benefit of the represented groups;

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- (2) related matters pending before the Board's standing committees; and
- (3) policy recommendations, budget items and other matters related to the targeted educational population.

Board staff, under the direction of the Council chairperson, prepares the agenda for and schedules each meeting of the Council and maintains a written record of the Council's activities and recommendations.

**I. Committee-of-the-Whole**

The Board may sit as a "committee-of-the-whole" to consider items identified in Subsection H for committee consideration.

- 1. The agenda shall be organized using the areas of responsibility provided for in Subsection H above (i.e., IRSA, BAHF, PPGA).
- 2. The Board President may designate a Board member to lead and facilitate discussions and presentations in a particular area.
- 3. Ex-officio, nonvoting members identified for the standing committees in Subsection H will have the opportunity to provide input on items within their area of responsibility.
- 4. The President of the Board shall preside over Board action in these areas, thus action taken when sitting as a "committee-of-the-whole" is deemed action by the full Board.

**J. Presidents' Council**

**1. Purpose**

The Presidents' Council convenes prior to each Board meeting to discuss and make recommendations, as necessary, on agenda items scheduled for Board consideration. The Presidents' Council may also choose or be directed by the Board to meet with the Agency Heads' Council for exchanges of information or to discuss projects of benefit to the entire system. The Presidents' Council reports to the Board through the Planning, Policy and Governmental Affairs Committee of the Board.

**2. Composition**

The Presidents' Council is composed of the presidents of the University of Idaho, Idaho State University, Boise State University, Lewis-Clark State College, Eastern Idaho Technical College; and the presidents of North Idaho College and the College of Southern Idaho; each of whom has one (1) vote. One (1) of the voting members shall serve as chair of the Council, with a new chair elected each academic year, such that the chair will rotate among the respective members. The administrator of the Division of Professional-Technical Education and the Board's Executive Director shall be non-voting members of the council.

**3. Duties of the Chair**

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The chair:

- a. presides at all Presidents' Council meetings with full power to discuss and vote on all matters before the Council;
  - b. establishes the Presidents' Council agenda in consultation with the executive director; and
  - c. maintains open communications with the Board on agenda matters through the Planning, Policy and Governmental Affairs Committee.
4. The executive director will communicate openly and in a timely manner with the Presidents' Council for discussion and recommendation on agenda items.

**K. Agency Heads' Council**

1. Purpose

The Agency Heads' Council convenes prior to each Board meeting to discuss and make recommendations, as necessary, on agenda items scheduled for Board consideration. The Agency Heads' Council may also choose or be directed by the Board to meet with the Presidents' Council for exchanges of information or to discuss projects of benefit to the entire system. The Agency Heads' Council reports to the Board through the Planning, Policy and Governmental Affairs Committee of the Board.

2. Composition

The Agency Heads' Council is composed of the chief administrators of Idaho Educational Public Broadcasting System, the Division of Vocational Rehabilitation, the Division of Professional-Technical Education, the School for the Deaf and the Blind; and representatives from the State Department of Education, the State Library and the State Historical Society. The Board's Executive Director shall serve as chair of the Council.

3. Duties of the Chair

The chair:

- a. presides at all Agency Heads' Council meetings
- b. establishes the Council's agenda in consultation with the Council's members; and
- c. maintains open communications with the Board on agenda matters through the Planning, Policy and Governmental Affairs Committee.

**L. Adoption, Amendment, and Repeal of Bylaws**

Bylaws may be adopted, amended, or repealed at any regular or special meeting of the Board by a majority vote of the Board, provided notice has been presented at the preceding meeting of the Board.